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**\*E-FILED - 7/16/08\***

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

In re LEVI STRAUSS & CO.,  
SECURITIES LITIGATION

Case No. C-03-05605 RMW (HRL)  
And Related Cases

CLASS ACTION

This Document Relates To:

ALL ACTIONS.

**STIPULATION SUBMITTING  
[PROPOSED] ORDER  
PRELIMINARILY APPROVING  
SETTLEMENT BETWEEN LEVI  
STRAUSS & CO. AND LEAD  
PLAINTIFFS AND PROVIDING FOR  
NOTICE**

Place: Courtroom 6, Fourth Floor  
Judge: The Honorable Ronald M. Whyte

**STIPULATION**

WHEREAS, Plaintiffs, the Policemen and Firemen Retirement System of the City of Detroit and Muzinich & Co., Inc. and Defendants Levi Strauss & Co., Inc. ("LS&Co."), Philip A. Marineau, William B. Chiasson, Gary W. Grellman, Peter E. Haas, Sr., Robert D. Haas, Angela Glover Blackwell, Robert E. Friedman, James C. Gaither, Peter E. Haas, Jr., Walter J. Haas, F. Warren Hellman, Patricia Salas Pineda, T. Gary Rogers, G. Craig Sullivan, Tully M. Friedman and Peter A. Georgescu ("Defendants"), have agreed, subject to Court approval, to a settlement of the remaining claims in this Action;

WHEREAS, the settlement was achieved after arm's-length negotiations supervised by the mediator, Hon. Edward Infante, and the terms of the proposed settlement (the "Settlement") are set forth in the Stipulation of Settlement (the "Stipulation"), attached hereto as Exhibit A with its accompanying exhibits;

WHEREAS, Plaintiffs and Defendants hereby submit for the Court's consideration the [Proposed] Order Preliminarily Approving Settlement and Providing For Notice, requesting (a) the Preliminary Approval of the Settlement set forth in the Stipulation; (b) certifying a Class solely for purposes of effectuating this Settlement; (c) setting a hearing (the "Fairness Hearing"), upon notice to the Class, to consider: (i) whether the Settlement should be approved as fair, reasonable and adequate to the Class, and whether an order should be entered dismissing on the merits and with prejudice the claims that are or have been asserted in the Action against LS&Co.; (ii) whether the Plan of Allocation is fair and reasonable and should be approved; and (iii) Lead Counsel's application for an award of attorneys' fees and payment of costs and expenses; (d) approving the method of giving notice to the Class of pendency and proposed Settlement; (e) approving the proposed form of notice; (f) approving the proposed summary form of notice; (g) approving the proposed form of the Proof of Claim and Release; (h) setting a period of time during which members of the Class must submit written requests for exclusion from the Settlement Class; (i) setting a period of time during which Class Members may serve written objections to the Settlement, the Plan of Allocation, or the application for attorneys' fees and expenses; (j) enjoining, pending further order of the Court, the prosecution of any action or

claims that are subject to the releases, dismissals and/or bar orders contemplated by this Settlement; and (k) setting a period of time during which Class Members must file Claims in order to participate in the distribution of the recovery.

WHEREAS, the Stipulation provides that the Cash Payment of \$5 million shall be deposited into an interest-bearing Escrow Account for the benefit of the Class within ten (10) business days of entry of the Preliminary Approval Order;

WHEREAS, upon entry of the Preliminary Approval Order, Class Members will be notified of the terms of the Settlement and informed of their rights in connection therewith, including their right to appear and be heard at the Fairness Hearing;

WHEREAS, Plaintiffs and Defendants respectfully request that the Court enter a schedule for consideration of final approval of the Settlement, and propose the following schedule:

<u>DATE</u>	<u>EVENT</u>
<u>July 8, 2008:</u>	Notice of Pendency and Proposed Settlement of Class Action (Ex. A-1), and Proof of Claim and Release (Ex. A-2) to be mailed to the Members of the Class. Summary Notice For Publication (Ex. A-3) shall be published once in the national edition of <i>The Wall Street Journal</i> and electronically over the <i>PR Newswire</i> within two weeks after the mailing of the Notice.
<u>September 5, 2008:</u>	Deadline to file objections to the Settlement; Plan of Allocation; and Request for Attorneys' Fees, Reimbursement of Costs, and Interest Thereon. Deadline for Class Members to request exclusion from the Class.
<u>September 19, 2008:</u>	Last day for Plaintiffs to file motions and supporting papers for final approval of the Settlement; the Plan of Allocation; and Request for Attorneys' Fees, Reimbursement of Costs, and Interest Thereon.
<u>October 3, 2008:</u>	[Proposed] Date for Hearing on final approval of the Settlement; the Plan of Allocation; and Request for Attorneys' Fees, Reimbursement of Costs.
<u>October 24, 2008:</u>	Last day for Class Members to file Proof of Claim and Release forms.

1 NOW, THEREFORE, the parties hereby STIPULATE as follows:

2 1. Plaintiffs and Defendants submit for Court approval the [Proposed] Order  
3 Preliminarily Approving Settlement and Providing For Notice, attached hereto as Exhibit B.

4 Dated: June 18, 2008

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Tully M. Friedman and Peter A. Georgescu

**ORDER**

The Court, having considered the above stipulation of the parties, and good cause appearing therefore, HEREBY ORDERS THAT:

1. The form of the [Proposed] Order Preliminarily Approving Settlement and Providing For Notice attached hereto, and the dates set forth therein, are hereby approved.

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: 7/16, 2008

*Ronald M. Whyte*

THE HONORABLE RONALD M. WHYTE  
United States District Court Judge